

**IN THE UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF PENNSYLVANIA**

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THEIA TECHNOLOGIES LLC,	:	
	:	
Plaintiff,	:	Case No.: 2:20-CV-00097-GEKP
v.	:	
THEIA GROUP, INCORPORATED,	:	
	:	
-- and --	:	
THEIA HOLDINGS A, INC.,	:	
	:	
Defendants.	:	

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**DECLARATION OF PAUL CARROLL IN SUPPORT OF DEFENDANTS'  
MEMORANDUM REGARDING PRELIMINARY INJUNCTION BOND**

I, Paul Carroll, hereby declare as follows:

1. I am the Controller for Defendants Theia Group, Incorporated and Theia Holdings A, Inc. ("Defendants" or "Theia Group"). I make this declaration based on matters within my personal knowledge and if called as a witness, I could and would competently testify to the matters set forth herein. I make this declaration in support of Defendants' Memorandum Regarding Preliminary Injunction Bond.

2. Currently, Theia Group's primary methods of promoting the data analytics services that it plans to offer are through its website and through a series of promotional narrative films that it provides to potential customers. That film series is also linked to its website, and excerpts from the films are used on the website itself. The narrative film series was a substantial project undertaken in July 2018 and completed in or about October 2019, when Theia Group launched its website.

3. Our narrative film series is also integrated into an audio visual presentation in the

lobby of Theia Group's Washington, D.C. headquarters where portions of the film series are simultaneously displayed on a group of ten interlinked electronic panels. The presentation on these ten panels is integrated with three additional interactive electronic panels featuring an illuminated THEIA name and Theia's earth logo. Theia Group also has large separate signage in the reception area of its headquarters with the THEIA name, which is presented in front of mural that is about ten feet by twenty feet featuring Theia's earth logo. There is also a check-in kiosk tablet in the reception area that includes the Theia Group name and earth logo on the interface throughout multiple screens.

4. Theia Group hired Agency Renegades, LLC in July 2018 to develop Theia Group's website, logo design, and the film series, which was a substantial undertaking, and paid it \$1,098,622.99 for its work on these projects. Attached hereto as **Exhibit A** is a true and correct copy of a summary of invoices from Agency Renegades for this work (see pp. 1-3), including the amounts Theia Group paid.

5. Attached hereto as **Exhibit B** are true and correct copies of invoices received from Agency Renegades.

6. Attached hereto as **Exhibit C** is a true and correct copy of Change Order #1 – Retainer Agreement between Theia Group and Agency Renegades to extend and expand Agency Renegades's initial work with Theia Group on the films and other narrative and visualization projects. The document described Agency Renegades initial work as follows: "Our initial agreement (SOW01), was initiated to help develop the Theia story and visualization development for the Agriculture narrative, for the two weeks up to July 14th, 2018. We have been engaged to continue with further work; developing additional narrative and visualization (presently activated on Emergency Response and Transportation), as well as an on-going

consulting relationship, which has caused us to generate this change order reflecting all active and future work.”

7. Attached hereto as **Exhibit D** is a true and correct copy of a further Statement of Work/Letter of Intent between Theia Group and Agency Renegades regarding Agency Renegades’s work to develop Theia Group’s promotional film. This Statement of Work describes the scope of the work undertaken by Agency Renegades in October 2018 as: “Renegades will engage in a brief design and pre-visualization process to support the look and feel, and development of the Theia Brand Narrative film series.” After this initial design and pre-visualization process, we engaged Agency Renegades to develop the entire narrative film series.

8. We engaged Project 22 to design the audio-visual system and displays at Theia Group’s Washington, D.C. headquarters that I described above. That project was another substantial undertaking, for which we paid \$331,319.25. Exhibit A also includes a summary of all amounts Theia Group paid Project 22 for this work (see p. 4).

9. Attached hereto as **Exhibit E** are true and correct copies of invoices received from Project 22.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed at Dublin, Ireland this 8th day of February, 2021.

*Paul Carroll*

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Paul Carroll